



Entered on Docket
July 12, 2007

Hon. Linda B. Riegle
United States Bankruptcy Judge

STUTMAN, TREISTER & GLATT, P.C.
FRANK A. MEROLA
(CA State Bar No. 136934)
EVE H. KARASIK
(CA State Bar No. 155356)
ANDREW M. PARLEN
(CA State Bar No. 230429), Members of
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
E-mail: fmerola@stutman.com
ekarasik@stutman.com
cpajak@stutman.com

SHEA & CARLYON, LTD.
JAMES PATRICK SHEA
(Nevada State Bar No. 000405)
CANDACE C. CARLYON, ESQ.
(Nevada State Bar No. 002666)
SHLOMO S. SHERMAN, ESQ.
(Nevada State Bar No. 009688)
701 Bridger, Suite 850
Las Vegas, Nevada 89101
Telephone: (702) 471-7432
E-mail: jshea@sheacarlyon.com
ccarlyon@sheacarlyon.com
ssherman@sheacarlyon.com

*Counsel for the Official Committee of Equity Security Holders of
USA Capital First Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:	) BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY	) Chapter 11
Debtor.)
In re:	) BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,	) Chapter 11
Debtor.)
In re:	) BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	) Chapter 11
Debtor.)
In re:	) BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,	) Chapter 11
Debtor.)
In re:	) BK-S-06-10729-LBR
USA SECURITIES, LLC,	) Chapter 11
Debtor.)

**ORDER APPROVING SECOND AND FINAL FEE APPLICATION OF SHEA &
CARLYON, LTD., SPECIAL (LOCAL) COUNSEL TO FTDF COMMITTEE**

1 Affects)
☐ All Debtors)
2 ☐ USA Commercial Mortgage Co.)
☐ USA Securities, LLC)
3 ☐ USA Capital Realty Advisors, LLC)
☐ USA Capital Diversified Trust Deed) Date: June 22, 2007
4 ☒ USA First Trust Deed Fund, LLC) Time: 9:00 a.m.
5

6 **ORDER APPROVING SECOND AND FINAL APPLICATION OF SHEA &**
7 **CARLYON, LTD., SPECIAL (LOCAL) COUNSEL FOR THE OFFICIAL**
8 **COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST**
9 **TRUST DEED FUND, LLC FOR PAYMENT OF FEES AND REIMBURSEMENT OF**
10 **EXPENSES (AFFECTS USA CAPITAL FIRST TRUST DEED FUND, LLC)**

11 The Court, having considered the "Second and Final Application of Shea & Carlyon,
12 Ltd., Special (Local) Counsel for the Official Committee of Equity Security Holders of USA
13 Capital First Trust Deed Fund, LLC for Payment of Fees and Reimbursement of Expenses"
14 (the "Application") as well as the supplement thereto (the "Supplement") filed by Shea &
15 Carlyon, Ltd. ("Shea & Carlyon"); having reviewed the pleadings, papers and records on file
16 in this matter; having considered the arguments of counsel; the compensation originally
17 requested by the Application in the amount of \$781,825.06, consisting of \$762,221.75 in fees
18 incurred by Shea & Carlyon during the period of April 24, 2006 through March 12, 2007, and
19 \$19,603.31 in expenses incurred by Shea & Carlyon during the same period; having
20 considered the withdrawal by Shea & Carlyon, at the request of the Court, of its request of
21 compensation in the amount of \$10,557.51 consisting of \$9,650.00 in fees incurred by Shea &
22 Carlyon prior to the formation and appointment of the Official Committee of Equity Security
23 Holders of USA Capital First Trust Deed Fund, LLC during the period of April 24, 2006
24 through May 9, 2006, and \$907.51 in expenses incurred during the same period (the "Pre-
25 Committee Fees and Expenses"); the fee compensation originally requested by the
26 Application having been further voluntarily reduced by Shea & Carlyon by 2% as set forth in
27 the Supplement, resulting in a total compensation request of \$756,216.12, consisting of
28 \$737,520.32 in fees incurred by Shea & Carlyon during the period of May 10, 2006 through
March 12, 2007 (the "Application Period"), and \$18,695.80 for expenses incurred by Shea &

Carlyon during the same period; the Application, as well as the Supplement thereto, having been properly served upon all parties-in-interest, all objections to the Application have been considered and either overruled or otherwise resolved; and good cause appearing:

IT IS HEREBY ORDERED that:

1. The Application, as modified by the Supplement, and further excepting therefrom the request of \$10,557.51 in Pre-Committee Fees and Expenses that has been withdrawn by Shea & Carlyon at the request of the Court, is granted.

2. Shea & Carlyon is hereby allowed \$737,520.32 as final compensation for services rendered during the Application Period on behalf of the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC.

3. Shea & Carlyon is hereby allowed final reimbursement of costs in the sum of \$18,695.80 for the Application Period.

4. USA Capital First Trust Deed Fund, LLC is hereby authorized and directed to pay forthwith to Shea & Carlyon the unpaid balance of Shea & Carlyon's allowed fees and expenses for the Application Period.

SUBMITTED BY:

SHEA & CARLYON, LTD.

CANDACE C. CARLYON, ESQ.
Nevada State Bar No. 002666
SHLOMO S. SHERMAN, ESQ.
Nevada State Bar No. 009688
701 Bridger, Suite 850
Las Vegas, Nevada 89101

*Special (Local) Counsel for the Official
Committee of Equity Security Holders of USA
Capital First Trust Deed Fund, LLC*

APPROVED/DISAPPROVED:

OFFICE OF THE U.S. TRUSTEE

August B. Landis, Esq.
600 Las Vegas Blvd. So., #430
Las Vegas, NV 89101

Counsel for the United States Trustee

RULE 9021 DECLARATION

In accordance with Local Rule 9021, the undersigned certifies:

☒ The Court waived the requirements of LR 9021, except with respect to the Office of the United States Trustee.

☐ I have delivered a copy of proposed order to all attorneys and unrepresented parties who appeared at the hearing regarding this matter and/or who filed a written objection and each has:

☐ approved the form of this order; or

☐ waived the right to review this order; and/or

☐ failed to file and serve papers in accordance with LR 9021(c).

☐ I have delivered a copy of this proposed order to all attorneys and unrepresented parties who appeared at the hearing regarding this matter and/or who filed a written objection and all have either approved the form of this order, waived the right to review the order, failed to file and serve papers in accordance with LR 9021(c) and the following have disapproved the order:

☐ No opposition was filed to the motion and no other party or counsel appeared at the hearing.

DATED this 10th day of ~~June~~ ^{July}, 2007.

SHEA & CARLYON, LTD



CANDACE C. CARLYON, ESQ.

Nevada State Bar No. 002666

SHLOMO S. SHERMAN, ESQ.

Nevada State Bar No. 009688

701 Bridger, Suite 850

Las Vegas, Nevada 89101

*Special (Local) Counsel for the Official
Committee of Equity Security Holders of
USA Capital First Trust Deed Fund, LLC*

###